

Smith Michael R
Form 3
October 06, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Smith Michael R | | (Month/Day/Year) | MCCORMICK & CO INC [MKC] | |
| (Last) | (First) | (Middle) | 09/30/2011 | |
| 18 LOVETON CIRCLE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SPARKS,Â MDÂ 21152 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP Treasury and | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock - Voting | 6,701.138 | D | Â |
| Common Stock - Non Voting | 551.5758 | I | By wife |
| Common Stock - Non Voting | 4,203.996 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------|---------------------------|-----------------|------------------------------------|----------------------------|------------------------------|---|------------|
| Options - Right to Buy | 01/22/2003 ⁽¹⁾ | 01/21/2012 | Common Stock - Voting | 5,000 | \$ 21.375 | D | Â |
| Options - Right to Buy | 01/28/2004 ⁽¹⁾ | 01/27/2013 | Common Stock - Voting | 9,150 | \$ 22.26 | D | Â |
| Options - Right to Buy | 01/28/2004 ⁽¹⁾ | 01/27/2013 | Common Stock - Non Voting | 3,050 | \$ 22.26 | D | Â |
| Options - Right to Buy | 01/27/2005 ⁽¹⁾ | 01/26/2014 | Common Stock - Voting | 9,150 | \$ 30.6 | D | Â |
| Options - Right to Buy | 01/27/2005 ⁽¹⁾ | 01/26/2014 | Common Stock - Non Voting | 3,050 | \$ 30.6 | D | Â |
| Options - Right to Buy | 01/25/2006 ⁽¹⁾ | 01/24/2015 | Common Stock - Voting | 5,325 | \$ 38.35 | D | Â |
| Options - Right to Buy | 01/25/2006 ⁽¹⁾ | 01/24/2015 | Common Stock - Non Voting | 1,775 | \$ 38.35 | D | Â |
| Options - Right to Buy | 03/25/2010 ⁽¹⁾ | 03/24/2019 | Common Stock - Voting | 7,725 | \$ 29.89 | D | Â |
| Options - Right to Buy | 03/25/2010 ⁽¹⁾ | 03/24/2019 | Common Stock - Non Voting | 2,575 | \$ 29.89 | D | Â |
| Options - Right to Buy | 03/31/2011 ⁽¹⁾ | 03/30/2020 | Common Stock - Voting | 6,000 | \$ 38.39 | D | Â |
| Options - Right to Buy | 03/31/2011 ⁽¹⁾ | 03/30/2020 | Common Stock - Non Voting | 2,000 | \$ 38.39 | D | Â |
| Options - Right to Buy | 03/30/2012 ⁽¹⁾ | 03/29/2021 | Common Stock - | 7,200 | \$ 47.4 | D | Â |

| | | Voting | | | | |
|------------------------|---------------------------|------------|------------------------------------|-------|------|--------|
| Restricted Stock Units | 03/31/2011 ⁽²⁾ | 03/31/2012 | Common Stock - Voting | 670 | \$ 0 | D Â |
| Restricted Stock Units | 03/31/2011 ⁽²⁾ | 03/31/2012 | Common Stock - Non Voting | 223 | \$ 0 | D Â |
| Restricted Stock Units | 03/30/2012 ⁽²⁾ | 03/30/2013 | Common Stock - Voting | 1,446 | \$ 0 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Michael R 18 LOVETON CIRCLE SPARKS, MD 21152 | Â | Â | Â VP Treasury and | Â |

Signatures

W. Geoffrey Carpenter,
Attorney-in-fact

10/06/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Twenty-five percent (25%) of the option grant becomes exercisable at each of the first four (4) grant anniversaries.

The reported Restricted Stock Units entitle the reporting person to receive, on each of the first and second anniversaries of the grant date,
(2) a distribution of common stock equal to 50% of the grant. Once vested, the Restricted Stock Units are settled in an equal number of shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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